

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
LEONARD GRUNSTEIN, JACK DWYER,
and CAPITAL FUNDING GROUP, INC.,

07 cv 3712 (RMB)
(RLE)

Plaintiffs,

**MOTION TO ADMIT COUNSEL
PRO HAC VICE**

- against -

RONALD E. SILVA; PEARL SENIOR CARE,
LLC; PSC SUB, LLC; BEVERLY ENTERPRISES,
INC; GEARY PROPERTY HOLDINGS, LLC
FILLMORE CAPITAL PARTNERS, LLC;
FILLMORE STRATEGIC INVESTORS, LLC;
DRUMM INVESTORS, LLC; and FILLMORE
STRATEGIC MANAGEMENT, LLC,

Defendants.
-----X

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District
Courts for the Southern and Eastern Districts of New York, I, Richard F. Horowitz a
member in good standing of the bar of this Court, hereby moves for an Order allowing
the admission pro hac vice of

Applicant's Name: Ron S. Kaufman
Firm Name: Fenigstein & Kaufman, P.C.
Firm Address: 1900 Avenue of the Stars, Suite 2300
City/State/Zip: Los Angeles, CA 90067
Phone Number: (310) 201-0777

Ron S. Kaufman is a member in good standing of the Bar of the States of
California and Nevada.

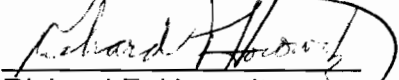
There are no pending disciplinary proceeding against Ron S. Kaufman in any
State or Federal court.

Dated: August 21, 2007
New York, New York

FILED
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
2007 AUG 23 PM 2:22

602549 # 02-048
8/23/07

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Richard F. Horowitz", written over a horizontal line.

Richard F. Horowitz
(SDNY Bar No. RH-6451)

Heller, Horowitz & Feit, P.C.
292 Madison Avenue
New York, New York 10017
(212) 685-7600 (Tele)
(212) 696-9469 (Facsimile)

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
LEONARD GRUNSTEIN, JACK DWYER,
and CAPITAL FUNDING GROUP, INC.,

07 cv 3712 (RMB)
(RLE)

Plaintiffs,

**AFFIDAVIT OF RICHARD F.
HOROWITZ IN SUPPORT OF
MOTION TO ADMIT COUNSEL
PRO HAC VICE**

- against -

RONALD E. SILVA; PEARL SENIOR CARE,
LLC; PSC SUB, LLC; BEVERLY ENTERPRISES,
INC; GEARY PROPERTY HOLDINGS, LLC
FILLMORE CAPITAL PARTNERS, LLC;
FILLMORE STRATEGIC INVESTORS, LLC;
DRUMM INVESTORS, LLC; and FILLMORE
STRATEGIC MANAGEMENT, LLC,

Defendants.

-----X

Richard F. Horowitz, being duly sworn, hereby deposes and says as follows:

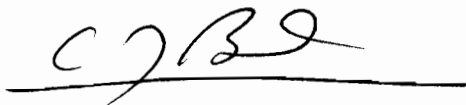
1. I am a member of the Firm of Heller, Horowitz & Feit, P.C., counsel for Plaintiff in the above captioned action. I make this statement based on my personal knowledge of the facts set forth herein and in support of Plaintiff's motion to admit Ron S. Kaufman as counsel pro hac vice to represent Plaintiff in this matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in 1964. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Ron S. Kaufman for over 20 years.
4. Mr. Kaufman is a member of Fenigstein & Kaufman, P.C., in Los Angeles, California.
5. I have found Mr. Kaufman to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Ron S. Kaufman, pro hac vice.
7. I respectfully submit a proposed order granting the admission of Ron S. Kaufman, pro

hac vice, which is attached hereto as Exhibit A.

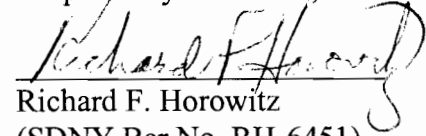
WHEREFORE it is respectfully requested that the motion to admit Ron S. Kaufman, pro hac vice, to represent Plaintiff in the above captioned matter, be granted.

Dated: August 21, 2007
New York, New York

Notarized:

Sworn to Before Me
This 21st day of August, 2007


Respectfully submitted,


Richard F. Horowitz
(SDNY Bar No. RH-6451)

CLIFFORD J. BOND
Notary Public, State of New York
No. 02806106186
Qualified in Westchester County
Commission Expires March 1 2008

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
LEONARD GRUNSTEIN, JACK DWYER,
and CAPITAL FUNDING GROUP, INC.,

07 cv 3712 (RMB)
(RLE)

Plaintiffs,

**ORDER FOR ADMISSION PRO
HAC VICE ON WRITTEN MOTION**

- against -

RONALD E. SILVA; PEARL SENIOR CARE,
LLC; PSC SUB, LLC; BEVERLY ENTERPRISES,
INC; GEARY PROPERTY HOLDINGS, LLC
FILLMORE CAPITAL PARTNERS, LLC;
FILLMORE STRATEGIC INVESTORS, LLC;
DRUMM INVESTORS, LLC; and FILLMORE
STRATEGIC MANAGEMENT, LLC,

Defendants.

-----X

Upon the motion of Richard F. Horowitz attorney for Plaintiffs Leonard Grunstein, Jack
Dwyer, and Capital Funding Group, Inc. and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name:	Ron S. Kaufman
Firm Name:	Fenigstein & Kaufman, P.C.
Address:	1900 Avenue of the Stars, Suite 2300
City/State/Zip:	Los Angeles, CA 90067
Telephone/Fax:	(310) 201-0777 (tele) (310) 556-1346 (facsimile)
Email Address:	<u>Ron.Kaufman@fenkauf.com</u>

is admitted to practice pro hac vice as counsel for Jack Dwyer and Capital Funding, Inc. in the
above captioned case in the United States District Court for the Southern District of New York.
All attorneys appearing before this Court are subject to the Local Rules of this Court, including
the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case

Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov.

Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated: _____, 2007

New York, NY

United States District/Magistrate Judge

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
LEONARD GRUNSTEIN, JACK DWYER,
and CAPITAL FUNDING GROUP, INC.,

07 cv 3712 (RMB)
(RLE)

Plaintiffs,

AFFIDAVIT OF SERVICE

- against -

RONALD E. SILVA; PEARL SENIOR CARE,
LLC; PSC SUB, LLC; BEVERLY ENTERPRISES,
INC; GEARY PROPERTY HOLDINGS, LLC
FILLMORE CAPITAL PARTNERS, LLC;
FILLMORE STRATEGIC INVESTORS, LLC;
DRUMM INVESTORS, LLC; and FILLMORE
STRATEGIC MANAGEMENT, LLC,

Defendants.

-----X
STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

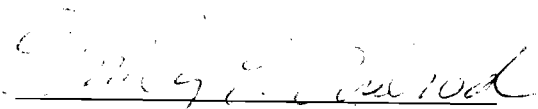
EMILY E. AXELROD, being duly sworn, deposes and says:

I am not a party to the within action, am over 18 years of age and reside in Union
County, New Jersey.

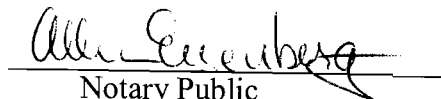
On August 22, 2007, I served the within Motion to Admit Counsel Pro Hac Vice,
Affidavit of Richard F. Horowitz in Support of Motion to Admit Counsel Pro Hac Vice, and
Order for Admission Pro Hac Vice upon:

Joseph F. Donley, Esq.
Dechert, LLP
30 Rockefeller Plaza
New York, New York 10112-2200

by depositing a true copy thereof enclosed in a post-paid wrapper in an official depository under
the exclusive care and custody of the U.S. Postal Service within New York State.


EMILY E. AXELROD

Sworn to before me this
22nd day of August, 2007


Notary Public

ALLEN M. EISENBERG
Notary Public, State of New York
No. 02E15015964
Qualified in ~~Queens~~ Nassau County
Certificate Filed in New York County
Commission Expires ~~Aug. 2, 2010~~ 11/19/09



THE
STATE BAR
OF CALIFORNIA

180 HOWARD STREET
SAN FRANCISCO, CALIFORNIA 94105-1639
TELEPHONE (415) 538-2000

August 7, 2007

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, RON S. KAUFMAN, #61685 was admitted to the practice of law in this state by the Supreme Court of California on December 20, 1974; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

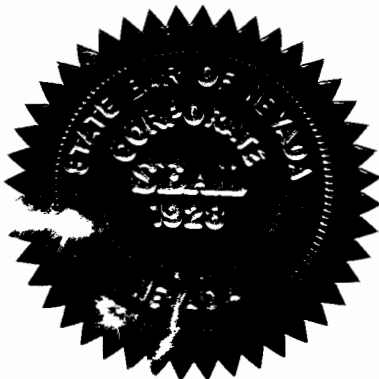
Kath Lambert
Custodian of Membership Records

State Bar of Nevada

Certificate of Good Standing

*IT IS HEREBY CERTIFIED that Ron S. Kaufman
(Bar Number 8524) was admitted by the Supreme Court of the State of Nevada
on 09/25/2003 and is an **ACTIVE** member of the State Bar of Nevada
in good standing and is duly licensed to practice law as an Attorney and Counselor
at Law in all courts of the State of Nevada.*

DATED this Tuesday, July 31, 2007.



Mary Jorgensen
Mary Jorgensen
Member Services Coordinator
State Bar of Nevada